UNITED STATES DISTRICT COURT MIDDLE DISTRICT OF TENNESSEE NASHVILLE DIVISION

COLBERT & WINSTEAD, PC 401(k) PLAN,)
and RICHARD L. COLBERT and KURTIS	No. 3:07-cv-1117
J. WINSTEAD, as trustees of COLBERT &)
WINSTEAD, PC 401(k) PLAN,) Judge Echols
WINSTEAD, I C TOI(K) I LAIN,) Judge Lenois
Plaintiffs,) Magistrate Judge Griffin
v.))
AIG FINANCIAL ADVISORS, INC., and SPELMAN & CO., INC.,)))
Defendants, Counter-plaintiffs, And Third-party plaintiffs,)))
V.))
RICHARD L. COLBERT and KURTIS J. WINSTEAD,)))
Counter-Defendants))
and))
MID ATLANTIC CAPITAL)
CORPORATION and SUNGARD)
•	<i>)</i>
INSTITUTIONAL BROKERAGE, INC.,	<i>)</i>
Third Party Defendants.))

PROPOSED AGREED ORDER OF DISMISSAL WITH PREJUDICE

The Court has been advised that the settlement among all parties has now been effectuated and that the parties desire that all claims in this case be dismissed with prejudice.

It is therefore ordered that all claims, counter-claims, and third party claims in this action are hereby dismissed with prejudice.

The Vieles District Judge

Approved for entry,

/s/ H. Naill Falls Jr.

H. Naill Falls Jr., BPR # 6787 John B. Veach III, BPR # 8994 FALLS & VEACH 1143 Sewanee Rd. Nashville, TN 37220 615/242-1800

Attorneys for Plaintiffs

E. Steele Clayton, IV

Anthony J. McFarland (TN #009551) E. Steele Clayton, IV (TN #017298) BASS BERRY & SIMS PLC 315 Deaderick Street, Suite 2700 Nashville, TN 37238-3001 (615) 742-6200

Attorneys for Defendants /Counter-Plaintiffs/Third-Party Plaintiffs AIG Financial Advisors, Inc. and Spelman & Co., Inc.

Matthew J. Fader

David L. McClenahan Matthew J. Fader Ryan D. DeMotte K&L Gates 535 Smithfield St. Pittsburgh, PA 15222-2312

Craig V. Gabbert Jr. Harwell Howard Hyne Gabbert & Manner, P.C. 315 Deaderick St., Suite 1800 Nashville, TN 37238

Attorneys for Third-party defendant Mid Atlantic Capital Corp.

By: *Timothy L. Warnock*

Deborah S. Davidson Kevin B. Dreher Morgan, Lewis & Bockius LLP 77 West Wacker Drive, 5th Floor Chicago, Illinois 60601 312.324.1000 Telephone 312.324.1001 Facsimile

Timothy L. Warnock Salvador M. Hernandez Riley, Warnock & Jacobson, PLC 1906 West End Avenue Nashville, Tennessee 37203 615.320.3700 Telephone 615.320.3737 Facsimile

Attorneys for Third-Party Defendant SunGard Institutional Brokerage, Inc.